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UNITED STATES DISTRICT COURT  
EASTERN DISTRICT OF NEW YORK

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CHARLES FEDERMAN, Derivatively and on behalf of  
Nominal Defendant, COMPUTER ASSOCIATES  
INTERNATIONAL, INC.,

Plaintiff,

- against -

RUSSELL M. ARTZT, WILLIAM F.P. de VOGEL,  
RICHARD A. GRASSO, LEWIS S. RANIERI, ALFONSE  
S. D'AMATO, SHIRLEY STRUM KENNY, SANJAY  
KUMAR, ROEL PIEPER and CHARLES B. WANG

Defendants,

-and-

COMPUTER ASSOCIATES  
INTERNATIONAL, INC.,

Nominal Defendant.  
----- X

03 Civ. 4199 (TCP)

**STIPULATION AND ORDER  
OF SUBSTITUTION OF  
COUNSEL**

IT IS HEREBY STIPULATED AND AGREED, by and between the undersigned that the law firm of Cleary Gottlieb Steen & Hamilton LLP hereby is substituted for Piper Rudnick LLP (now known as "DLA Piper Rudnick Gray Cary US LLP") as counsel of record for defendants Lewis S. Ranieri and Alfonse M. D'Amato in the above-captioned action. Cleary Gottlieb Steen & Hamilton LLP requests that a copy of all papers henceforth served in this action be served upon Lewis J. Liman, a member of the firm, at the firm's offices at One Liberty Plaza, New York, NY 10006.

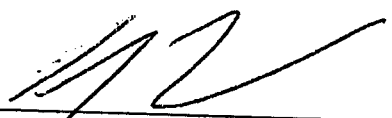
A supporting declaration is attached hereto pursuant to Local Civil Rule 1.4.

This substitution does not waive or otherwise impair any defenses that defendants Lewis S. Ranieri and Alfonse M. D'Amato may have available to them.

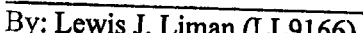
The written stipulation may be executed in counterpart.

Dated: January 12, 2005  
New York, New York

DLA PIPER RUDNICK GRAY  
CARY US LLP

  
By: David E. Nachman (DN 6684)  
1251 Avenue of the Americas  
New York, NY 10020  
Tel: (212) 835-6000

CLEARY GOTTlieb STEEN &  
HAMILTON LLP

  
By: Lewis J. Liman (LL9166)  
One Liberty Plaza  
New York, New York 10006  
Tel: (212) 225-2000  
Fax: (212) 225-3999

IT IS SO ORDERED

  
  
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U.S.D.J.